

# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1570.  
FILED, AUGUST 10th. 1967.

## GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company  
Incorporated under the laws of the Province of Ontario by  
Letters Patent dated November 15th, 1943.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 1528.

### FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>1. Agreement dated June 28th, 1967 between the Company and Avela Pty Limited whereby the Company acquired an option covering all Avela's right, title and interest in and to a tantalum prospect in the Northern Territory, Australia, covering some 160 square miles and a tantalum and tin prospect in Western Australia.</p> <p>The Northern Territories Prospect consists of four holdings, a prospecting authority held directly by Avela, an application for a similar prospecting authority, an option agreement to purchase a property known as the Hang Gong Mine, and an option to purchase a further prospecting authority, all of which holdings are contiguous.</p> <p>The Western Australian Prospects are held by Avela under a Deed of Option between Avela and an Australian Mining Company. The option covers two properties known as Wodgina and Tappa Tappa. For particulars relating to the consideration payable in order to fully exercise the option and the persons having an interest in the property, reference is made to Schedule A hereof.</p> <p>2. Proposed work programme on St. Simeon property. See item 9 hereof.</p> <p>See Schedule "A" on pages 3 and 4.</p>
2. Head office address and any other office address.	263 Clemow Avenue, Ottawa, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President &amp; Director - Dr. W. A. Morgan, 263 Clemow Avenue, Ottawa, Ontario, President of Geo-Met Reactors Limited;</p> <p>Executive Vice-President &amp; Director - Mr. Charles W. Beardsley, 36 Chinook Crescent, Ottawa, Ontario, Insurance Agent;</p> <p>Secretary-Treasurer &amp; Director - James E. Hayes, R. R. #3, Manotick, Ontario, Self-employed executive;</p> <p>Directors - Robert E. Reynolds, 2027 Dorval Avenue, Ottawa, Ontario, Executive;</p> <p>Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England;</p> <p>Frederick Ferdinand Wolff, Cherry Tree Farm, Coleshill, Buckinghamshire, England;</p> <p>W. A. Richardson, Suite 810, 62 Richmond St. West, Toronto, Ontario, Prospector.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: 5,000,000 shares of \$1.00 par value.</p> <p>Issued: 2,814,542 shares.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>There are no options outstanding on treasury shares, and no underwriting agreements outstanding or proposed. Reference is made, however, to Schedule A hereto, which gives particulars of a property transaction under which shares will be issued for an option, and further shares may be issued in the future.</p> <p>See Schedule "A" on pages 3 and 4.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None



9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company's future development plans are as follows</p> <p>1. To carry out a programme of exploration on its newly optioned Australian properties, in accordance with recommendations received from its consultants. Reference is made to the report of Watts, Griffis, and McOuat Limited, portions of which are reproduced with this Filing Statement. The estimated cost of the first phase of the said exploration work is \$90,000 Australian.</p> <p>2. To carry out a programme of exploration on a property held by the Company as an uranium prospect in the St. Simeon district of Quebec, in accordance with recommendations received from P. G. Lacombe and Associates, Consulting Engineers. Reference is made to their report, portions of which are reproduced with this Filing Statement. The estimated cost of the first phase of the recommended exploration work is \$13,200.</p> <p>3. To carry out a further programme of exploration work on its "Stancop Property" in the Montreal River Mining Division of Ontario. The Company expects to spend \$5,000 to \$10,000 on exploration of that property, but does not yet have a consultant's recommendations for a specific programme.</p>																																																								
10. Brief statement of company's chief development work during past year.	<p>The Company's chief development work during the past year was the exploration of an optioned property known as The Plelauff Mine in France consisting of geophysical surveys and large core diamond drilling. The exploration work gave negative results and the option was dropped by the Company.</p>																																																								
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>See Schedule " A " on pages 3 and 4.</p>																																																								
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	<p>No persons other than those named in Schedule A hereto have received or will be entitled to receive a greater than 5% interest in the consideration which may be paid by the Company, so far as the Company is aware.</p>																																																								
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	<p>334,500 shares are held in escrow subject to release on the prior written consents of the Toronto Stock Exchange and the Directors of the Company and subject to dealings within the escrow on the prior written consent of the Toronto Stock Exchange.</p>																																																								
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table><tr><td>William A. Morgan</td><td>60,000</td></tr><tr><td>263 Clemow Avenue</td><td>67,500</td></tr><tr><td>Ottawa, Ontario</td><td></td></tr><tr><td>C. W. Beardsley</td><td>75,000</td></tr><tr><td>2112 Benjamin Street</td><td></td></tr><tr><td>Ottawa, Ontario</td><td></td></tr><tr><td>Nicholas Axiotis</td><td>60,000</td></tr><tr><td>1451 Niles Cortland Road N.E.</td><td></td></tr><tr><td>Warren, Ohio</td><td></td></tr><tr><td>O. Briault, Box 234, Malartic, Quebec</td><td>450</td></tr><tr><td>D. E. Cameron, Malartic, Quebec</td><td>675'</td></tr><tr><td>G. R. Cameron, Malartic, Quebec</td><td>843</td></tr><tr><td>H. L. Isaacs, Room 23</td><td>843</td></tr><tr><td>10 Adelaide Street East</td><td></td></tr><tr><td>Toronto, Ontario</td><td></td></tr><tr><td>Benjamin Isadore Rashall</td><td>421</td></tr><tr><td>c/o Campbell, Jarvis, McKenzie &amp; Fulton</td><td></td></tr><tr><td>603 Sterling Tower,</td><td></td></tr><tr><td>372 Bay Street, Toronto</td><td></td></tr><tr><td>Leon Devere Rashall</td><td>422</td></tr><tr><td>c/o Campbell, Jarvis, McKenzie &amp; Fulton</td><td></td></tr><tr><td>603 Sterling Tower</td><td></td></tr><tr><td>372 Bay Street, Toronto</td><td></td></tr><tr><td>Mrs. Muriel Roberts</td><td>67,500</td></tr><tr><td>1880 Barhart Place</td><td></td></tr><tr><td>Ottawa, Ontario</td><td></td></tr><tr><td>Samuel J. Zacks Investments Limited</td><td>843</td></tr><tr><td>185 Bay Street, Toronto</td><td></td></tr></table> <p>The 60,000 shares held by William A. Morgan are beneficially owned by Metada Limited. The only persons holding any interest in Metada Limited are James E. Hayes, R. R. #3, Manotick, Ontario, Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex England, and Robert E. Reynolds, 1269 Anoka Drive, Ottawa, Ontario. William A. Morgan no longer holds any interest on Metada.</p> <p>Other than the said 60,000 shares the escrowed shares listed above are all beneficially owned by the registered holders, so far as the Company is aware.</p>	William A. Morgan	60,000	263 Clemow Avenue	67,500	Ottawa, Ontario		C. W. Beardsley	75,000	2112 Benjamin Street		Ottawa, Ontario		Nicholas Axiotis	60,000	1451 Niles Cortland Road N.E.		Warren, Ohio		O. Briault, Box 234, Malartic, Quebec	450	D. E. Cameron, Malartic, Quebec	675'	G. R. Cameron, Malartic, Quebec	843	H. L. Isaacs, Room 23	843	10 Adelaide Street East		Toronto, Ontario		Benjamin Isadore Rashall	421	c/o Campbell, Jarvis, McKenzie & Fulton		603 Sterling Tower,		372 Bay Street, Toronto		Leon Devere Rashall	422	c/o Campbell, Jarvis, McKenzie & Fulton		603 Sterling Tower		372 Bay Street, Toronto		Mrs. Muriel Roberts	67,500	1880 Barhart Place		Ottawa, Ontario		Samuel J. Zacks Investments Limited	843	185 Bay Street, Toronto	
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## SCHEDULE A.

By an agreement dated June 28, 1967, as subsequently amended, Goldrim acquired the option to purchase two properties in Australia as tantalum prospects.

The optionor is Avela Pty Limited, 261 George Street, Sydney, Australia, a private Company of which the only beneficial shareholders are Alan Mills Abernethy and Madeliene Abernethy, 1 Clifford Street, Apartment 34, Mosman, New South Wales, Australia. The consideration payable under the agreement is \$15,000 Canadian and 25,000 fully paid treasury shares free of escrow, and the term of the option is until April 30th, 1968. During the option period Goldrim has firmly agreed to spend \$50,000 Australian on exploration. The payment of \$15,000 Canadian to Avela is intended to approximately cover expenditures of Avela in obtaining the options and holdings covered by the said agreement. Goldrim may extend the option for a further year to April 30th, 1969 by issuing to Avela a further 75,000 fully paid shares free of escrow and making a payment of \$25,000 Australian to the head optionor of the Wodgina and Tappa Tappa properties referred to later. In order to fully exercise its option, Goldrim must issue to Avela a further 100,000 fully paid treasury shares free of escrow and undertake to issue to Avela 200,000 additional fully paid shares free of escrow if any of the subject properties are placed in commercial production.

### NORTHERN TERRITORIES PROSPECT:

One of the prospects covered by the option agreement described above is known as the "Northern Territories Prospect", which consists of a Prospecting Authority issued by the Northern Territories, a pending application for a Prospecting Authority, an option on a property known as the Hang Gong Mine, and an option on a property known as the Pryce and Ross Property. In order to maintain its option with Avela in good standing, Goldrim must comply with the conditions attaching to the various holdings which make up the Northern Territories Prospect. The Prospecting Authority and the application for a further Prospecting Authority, if and when granted, require the holder to actively prospect the whole area covered by the Prospecting Authority to the satisfaction of the Department of Mines, and periodic reports must be filed with the Department. The Hang Gong Mine is held by Avela under an option granted by the owners, Herbert M. Farlow and William H. Farlow, 22 Lae Street, Mount Isa, Queensland, Australia, which option is for six months from May 1st, 1967 and requires payments of \$100.00 Australian per month. In order to exercise the option a further \$20,000 A Australian must be paid. The fourth holding making up part of the Northern Territories Prospect is held by Avela under option



from Richard Pryce and A. J. Ross, 3 King Street, Stewart Park, Darwin, Northern Territory, Australia, which option is exercisable on or before January 3rd, 1968 and requires payments of \$100.00 Australian per month. In order to exercise the said option a further \$6,000 Australian must be paid, a new company incorporated to acquire and work the property, and six per cent of the shares allotted in the new company must be allotted to Pryce and Ross.

Goldrim intends to examine and explore the Hang Gong Mine and the Pryce and Ross property in connection with its early exploration in Australia, both to confirm an opinion as to the merits of each, and to obtain information which will be relevant to Goldrim's exploration of other portions of the Northern Territories Prospect.

#### WESTERN AUSTRALIAN PROSPECT

The Western Australian Prospect consists of two holdings known as Wodgina and Tabbata Tabbata. Both are held by Avela under a Deed of Option granted to Avela by J. A. Johnston & Sons Pty Limited, 101 St. George's Terrace, Perth, Australia. The primary term of the Johnston option is to May 4th, 1968 and during the said term the holder must expend \$40,000 Australian on exploration (which will be satisfied by the exploration commitment of Goldrim under the June 28th agreement). The option may be extended for a further twelve months upon payment of \$25,000 Australian to the grantor, and during the said extended term the grantee must spend \$75,000 on exploration (both of which conditions will also be satisfied by the Goldrim commitments if Goldrim elects to extend its option). In order to exercise the option a further \$130,000 Australian must be paid to the grantor against which the \$25,000 Australian extension payment, if made, shall be credited. In addition the property must be transferred to a new Australian company and 10% of the issued capital must be issued to Johnston.

No person or company has received or will be entitled to receive any portion of the payments of cash or shares to be made to Avela under the option agreement described above. The British Metal Corporation (W.A.) Pty Limited, 189 St. George's Terrace, Perth, Australia, which holds registered debenture charges against the Western Australian Prospect in the amount of \$165,000 Australian, is the only person or corporation known to Goldrim which will receive any portion of the consideration which may be paid under the aforesaid option agreement, other than the named payees. British Metal has agreed to provide a clear title in the event of the exercise of Goldrim's option.



# FINANCIAL STATEMENTS

## GOLDRIM MINING COMPANY LIMITED

### INTERIM BALANCE SHEET

MAY 31, 1967

<u>A S S E T S</u>		May 31/67 10 months	July 31/66 12 months
<u>CURRENT</u>			
Cash	\$	12,630.60	\$ 29,170.00
Expense Advance		4,500.00	
Prepaid Expense		2,500.00	3,100.00
Advance on contracts		3,500.00	15,500.00
Government Canada Bonds		35,000.00	
Term Deposit Note		100,000.00	50,000.00
Investment in Kimberlite Mining		7,500.00	
		<u>165,630.60</u>	<u>97,770.00</u>
<u>FIXED ASSETS</u>			
Building Plant & Equipment		176,584.26	176,584.00
Less: Accumulated depreciation		<u>17,022.74</u>	<u>17,023.00</u>
		159,561.52	159,561.00
Mining claims held under development, licences and interest in mining claims		<u>719,653.42</u>	<u>566,503.00</u>
		<u>879,214.94</u>	<u>726,064.00</u>
<u>DEFERRED COSTS</u>			
Exploration, mining development maintenance & administration expenses at cost		1,191,054.78	1,052,162.00
Incorporation & Organization		<u>9,752.04</u>	<u>9,752.00</u>
		<u>1,200,806.82</u>	<u>1,062,914.00</u>
		<u>2,245,652.36</u>	<u>1,885,748.00</u>

*W. H. King*  
President

*J. P. Hayes*  
Secretary Treasurer

## GOLDRIM MINING COMPANY LIMITED

INTERIM BALANCE SHEET, MAY 31, 1967

### LIABILITIES AND SHAREHOLDERS EQUITY

<u>CURRENT LIABILITIES</u>	MAY 31, 1967	JULY 31, 1966
Accounts Payable	\$ 8,044.93	\$ 13,141.00
<b>TOTAL LIABILITIES</b>	<u>8,044.93</u>	<u>13,141.00</u>
<u>SHAREHOLDERS EQUITY</u>		
Capital Stock		
Authorized: 5,000,000 shares with a par value of \$1 each		
Issued & Outstanding:		
1966: 2,214,542,		
1967: 2,814,542	2,814,542.00	2,214,542.00
Discount thereon	<u>971,200.00</u>	<u>736,200.00</u>
	<u>\$1,843,342.00</u>	<u>\$1,478,342.00</u>
<u>SURPLUS</u>		
Arising from capital reorganization	617,652.20	617,652.00
Deficit Balance	<u>223,386.77</u>	<u>223,387.00</u>
	394,265.43	394,265.00
<b>TOTAL EQUITY</b>	<u>\$2,237,607.43</u>	<u>\$1,872,607.00</u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u>\$2,245,652.36</u>	<u>\$1,885,748.00</u>

GOLDRIM MINING COMPANY LIMITED

STATEMENT OF DEFERRED COST

FOR THE PERIOD AUG.1/66 TO MAY 31/67

<u>EXPLORATION</u>	<u>July 31/66</u>	<u>May 31/67</u>
Assaying	767.00	9,403.84
Consulting & surveying	36,874.00	36,113.30
Drilling	53,841.00	59,131.54
<u>MINE DEVELOPMENT &amp; MAINTENANCE</u>		
Insurance	784.00	555.00
Licences & fees	2,313.00	325.48
	3,097.00	105,529.16
<u>ADMINISTRATIVE</u>		
Accounting & Auditing	2,910.00	364.50
Directors fees		800.00
Filing fees	4,263.00	1,153.20
Head office expense	9,609.00	1,283.50
Interest & bank service charge		461.56
Legal fees	8,911.00	3,392.40
Management fees		5,600.00
Public Relations		431.90
Shareholders information	2,263.00	7,124.19
Shareholders annual meeting		3,252.09
Transfer agents fees		1,496.37
Travel expenses	4,263.00	8,988.40
Telephone expense		3,327.75
	33,432.00	37,675.86
Less: Interest income from investments	544.00	4,311.59
	32,888.00	33,364.27
	<u>\$ 1,052,162.00</u>	<u>\$ 1,191,054.78</u>

From August 1, 1966 - Jan. 31/67 management fees of \$750/month were paid to Metada Limited. From February 1967 the management fees have been reduced to \$350/month.

GOLDRIM MINING COMPANY LIMITED

SCHEDULE OF EXPLORATION EXPENDITURES FOR  
THE PERIOD FEB.1/67 TO MAY 31/67

<u>EXPLORATION</u>	
Assaying	2,558.15
Consulting & surveying	4,413.30
<u>MINE DEVELOPMENT &amp; MAINTENANCE</u>	
Licences and fees	311.39
	<u>7,282.84</u>

SCHEDULE OF ADMINISTRATIVE EXPENDITURES  
FOR THE PERIOD FEB.1/67 TO MAY 31/67

Accounting & Auditing	425.00
Directors fees	150.00
Filing fees	507.47
Head Office expense	71.14
Interest & bank service charges	192.50
Management fees	1,350.00
Public relations	10.50
Shareholders information	1,204.64
Transfer agents fees	862.02
Travel expense	2,151.78
Telephone expense	1,365.38
	8,290.43
Less: Interest income from investments	700.73
	<u>\$7,589.70</u>

NOTE: Management fees of \$350/month were paid to Metada Limited during the period February 1 - May 31, 1967



GOLDRIM MINING COMPANY LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period from February 1, 1967 to May 31, 1967

SOURCE OF FUNDS

N o n e.

APPLICATION OF FUNDS

Payment on Stanco property	\$15,000.00	
Payment on optioned property		
Carriere Township.	<u>2,750.00</u>	17,750.00
Exploration expenditures as		
per attached schedule		7,282.84
Administrative expenditures		
as per attached schedule.	<u>7,589.70</u>	
DECREASE IN WORKING CAPITAL		<u>\$32,622.54</u>

WORKING CAPITAL

<u>CURRENT ASSETS</u>	<u>Jan. 31/67</u>	<u>May 31/67</u>
Cash	38,202.40	12,630.60
Advances on contracts	7,000.00	3,500.00
Prepaid expense	1,748.00	2,500.00
Expense advance	3,500.00	4,500.00
Government Canada Bonds	45,000.00	35,000.00
Investments Term Deposit Note	150,000.00	100,000.00
" Kimberlite Mining Co.	- -	7,500.00
	<u>245,450.40</u>	<u>165,630.60</u>
<u>CURRENT LIABILITIES</u>		
Accounts Payable	<u>55,242.19</u>	<u>8,044.93</u>
WORKING CAPITAL	<u>190,208.21</u>	<u>157,585.67</u>
Decrease in working capital	<u>32,622.54</u>	
Working Capital May 31, 1967	<u>157,585.67</u>	

We hereby certify the above to be in accordance with the records of the Company and there has been no material change since that date.

W. H. May  
President.

J. H. Hays  
Secretary Treasurer.

ENGINEER'S REPORT

NOTE: The following are excerpts from a report by K. Fletcher, P.Eng., dated February, 1967, in connection with a tantalum prospect, located near the City of Darwin, Mt. Finnis Area, Northern Territory, Australia. A complete copy of this report is on file with the Toronto Stock Exchange.

SUMMARY.

Avela Pty. Ltd. control Authorities to Prospect over 130 square miles immediately south of Darwin in the Northern Territory of Australia.

Over 13 tons of 65% mixed tantalum - columbium concentrate, 580 tons of 70% tin concentrate and a small quantity of lithium are recorded as produced from both alluvial and pegmatite deposits within the area. No details of individual tantalum deposits are available but over 70 pegmatite dykes and 80 square miles of alluvial are known on the Avela Pty. Ltd. properties.

A three phase testing program is recommended, the first, a reconnaissance mapping and sampling exercise would take three months and cost about \$10,000.

HISTORY.

Tantalum was first recognised in the Darwin - Mt. Finnis area in the 1880's and the first recorded tantalum production was in 1906.

Other mineral discoveries in the area were gold at Brocks Creek in 1869, Copper at Rum Jungle in 1906. Lithium near the Finnis River in 1905 and Uranium at Rum Jungle in 1949.

The following table shows production from these locations.

	Rum Jungle	Brocks Ck.	Darwin - Mt. Finnis			Rum Jungle
	Copper	Gold	Lithium	Tantalum	Tin	Uranium
	(tons)	(oz)	(units)	(tons 65%)		
Pre 1900	-	13508	-	-	Not avail.	
1901-1910	8	14192	160	2.10	"	
1911-1920	-	46	-	-	"	
1921-1930	-	-	256	4.07	"	
1931-1940	-	20	-	3.91	"	
1941-1950	-	-	-	2.73	38.9 ton 70%	
1951-1960	9228	-	-	0.55	Not avail.	1864439
1961-1964	4559	3	-	-	"	857904
Total	13795	27723	416	13.36	580 est.	2722343 lbs. U <sub>3</sub> O <sub>8</sub>



Prior to 1945 prospecting in the area was almost exclusively on a scale of individual efforts. Mining operations were fairly small the bulk of production coming from fossickers.

By 1950 both Government and private companies fielded well equipped prospecting teams in the district. Target priorities were Uranium, Copper, Lead Zinc and Tin and prospecting has centered almost entirely around the rock environment hosting the old Rum Jungle and Brooks Creek Copper and Gold deposits. Extensive Uranium, Copper and Lead deposits have since been discovered in the Rum Jungle area as a direct result of this systematic prospecting.

The Darwin - Mt. Finnis tin-tantalum rock environment on the other hand has received no such systematic prospecting attention.

#### LOCATION AND ACCESS.

The prospect area is within 50 miles of Darwin, principal city in the Northern Territory. Darwin is served daily by both interstate and international air services, has good harbour and wharf facilities and all supply and engineering services including helicopter and light aircraft, radio-communications and Flying Doctor.

A sealed bitumen road and railway run south from Darwin and pass within twenty miles of the eastern boundary of the prospect area. A network of gravelled roads and bush tracks service the prospect from the bitumen and rail sidings. These roads are serviceable throughout the year although travel is sometimes restricted by flooded rivers and boggy conditions during the December to March monsoon rain season. Rainfall is about 50 inches per year and restricted almost entirely to the monsoon season.

The country is gently undulating and there is adequate permanent surface water to support stock. Water for mining could be developed by dam construction.

#### ECONOMIC POTENTIAL.

The tantalum production from the area has been by fossickers and natives, usually as a by-product of tin mining. A general lack of interest in the metal has produced rather sketchy reporting.

No details of specific deposits are available beyond prospectors reports of areas such as the Hang Gong and Mt. Finnis where large acreages of tantalum bearing alluvial of unknown grade are reported.

Environment favourable for two types of tantalum prospects can be recognised on the Avela Pty. Ltd. Authority to Prospects

1. Lode Deposits: Over 70 pegmatite dykes have been recorded in the Avela Pty. Ltd. area. 63 are reported as tin bearing. Sampling of all of these dykes and adjacent country rock could well reveal economic tantalum mineralisation.

2. Alluvial Deposits: About 60% of the Avela Pty. Ltd. area or some 80 square miles is masked by alluvial and any heavy mineral released by weathering of basement rocks would be sorted into concentrations in the alluvial.

#### EXPLORATION METHOD.

Phase 1. Reconnaissance mapping and sampling of pegmatite and adjacent country rock in the Port Darwin - Finnis River area.

Phase 2(a). Detailed mapping and sampling of pegmatites found to contain potentially economical tantalum.

2(b). Scout drilling of alluvials in environments located favourably to tantalum pegmatites.

Phase 3(a). Diamond Drilling favourable pegmatites.

3(b). Detailed drilling of alluvials found to contain potentially economic tantalum.

#### RECOMMENDATION.

1. A reconnaissance mapping and sampling program should be undertaken to test the tantalum, columbium, tin and lithium potential of the Avela Pty. Ltd. Authorities to Prospect. This work would take three months and cost about \$10,000.

2. Detailed follow up work should then be undertaken if justified. This would take three months and cost about \$15,000.



## COST ESTIMATES.

### Phase 1.

#### Reconnaissance mapping and sampling:

<u>Item</u>	<u>Cost \$A.</u>
Geologist - 3.0 months @ \$1200	3,600
Assistant - 2.5 months @ \$600	1,500
Prospector - 10 weeks @ \$75	750
Air fares	1,000
Air photos and maps	150
Food and Stores	500
Assays 300 samples for Ta, Nb, Li, Sn @ \$3.50	1,050
Vehicle 4 x 4 10 weeks hire plus 1,500 miles	500
Report, typing and drafting	500
Supervision geologist 5 days @ \$80	400
Accommodation	150
	<hr/>
	10,100
	<hr/>

### Phase 2

The extent of phase 2 would depend entirely on the success of Phase 1.

Phase 2(a) would cost a similar amount to phase 1 for a further 10 week program.

Phase 2(b) would be carried out at the same time as 2(a) and would involve using a drill at an extra cost of about \$500 per week.

Approximate cost for ten weeks of phase 2 work would be \$15,000

## REFERENCES:

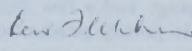
- Kalix, Z., and others 1966. Australian Mineral Industry; Production and Trade 1842-1964. Bur. Min. Res. Aust. Bull. 81.
- Malone, E. J., 1962. Explanatory Notes on the Darwin Geological Sheet, Bur. Min. Res. 1:250,000 map series.

## CERTIFICATE.

I, Kenneth Edward Fletcher of 23 Hamilton Street, Sydney, Australia, hereby certify

1. That I studied Geology at the Royal Melbourne Institute of Technology and graduated with a Fellowship Diploma in 1960.
2. That I am a member of the Australian Institute of Mining and Metallurgy.
3. That I have no direct or indirect interest either present or expectant in the tenements forming the Darwin - Mt. Finniss property.
4. That this report on the Darwin - Mt. Finniss Property is based on my knowledge of the region, personal inspection of part of the property and reports by the Bureau of Mineral Resources of Australia and articles published by the Australian Institute of Mining and Metallurgy.

Dated this Thirteenth day of March, 1967.



Kenneth Fletcher.



# ENGINEER'S REPORT

NOTE: The following are excerpts from a report by J.A. Bates, B.Sc., P.Eng., dated August 8th, 1967, in connection with tantalum and tin deposits, located at Wodgina and Tabba Tabba, Pilbara Mining District, Western Australia. A complete copy of this report is on file with the Toronto Stock Exchange.

## PART I

### SUMMARY

On the basis of a study of available reports on the Wodgina Tantalum lode deposit and an inspection trip to the property by our geological engineer in Australia, it is concluded that the mine-making potential of the deposit is excellent.

A minimum programme of diamond drilling and bulk sampling of old workings, both surface and underground is recommended, at an estimated cost of \$ 75,000 (A) on the basis of \$ 1.00 (A) equals \$ 1.20 (Cdn.). If this programme is successful, it should be followed up by a programme of further diamond drilling, exploration drifting and bulk sampling to indicate tonnage and grade, at a cost of \$ 212,000 (A). On completion of this work, a decision on mine production could be made.

Assessment of ore mined to-date from the lode gives 1,200 tons per vertical foot of \$ 35.00 (Cdn.) ore at a price for tantalum pentoxide of \$ 10.00 U.S. per pound. If an equivalent tonnage per vertical foot to a 300-foot depth at \$ 25.00 (Cdn.) per ton can be proven, consideration should be given to financing a mine to production.

A water exploration programme will be required to produce sufficient water for operating a mine and a concentrator. This programme should follow mine exploration. Chances of deep-well drilling being successful are very good.

A test trenching programme to cost \$ 11,000 (A) is recommended on the Wodgina alluvial deposits. There is a possibility that this programme could indicate putting this alluvial deposit into production before the lode, and this could generate profit to assist in financing the second phase of the lode exploration programme.

The Tabba Tabba tantalum and Wodgina tin areas were examined but do not warrant any exploration until the more favourable Wodgina lode and alluvial deposits have been developed.

### CONCLUSIONS

1. The Wodgina Lode deposit has excellent mine-making potential at a price for tantalum pentoxide of \$ 10.00 U.S. per pound. This price is considered logical based on the expanding world demand for tantalum in the space age era we are living in, and the present market price of \$ 13.00 - \$ 15.00 U.S. Known world reserves are very limited.

The erratic mineral deposition in the dyke, south of the fault precludes grade determination by diamond drilling. Sufficient openings are available from old workings to do detailed bulk sampling and geological examination. This, in conjunction with diamond drilling to verify depth extension on the south end, and width and grade north of the fault, will provide sufficient interpretation for a good assessment of grade and tonnage. The cost of this work is estimated at \$ 75,000 (A).

Additional work consisting of diamond drilling, drifting and bulk sampling, costing \$ 212,000 (A) would be required to put sufficient ore in an assured category, to make a decision on mine production.

Assessing production from this lode deposit over the last 60 years, and applying a value of \$ 10.00 U.S. for tantalum pentoxide, 1,200 tons per vertical foot of \$ 35.00 (Cdn.) ore is indicated. If an equivalent tonnage per vertical foot can be proven to 300 feet, averaging \$ 25.00 (Cdn.) or more per ton, financing the operation to production should be considered.

#### 2. Alluvial Deposits at Wodgina Tantalum

On the basis of previous work, a potential operating profit of up to half a million dollars might be made from a one year operation on the alluvial sands. A testing programme costing \$ 11,000 (A) should supply sufficient information on grade and yardage to make a production decision. If this test programme is carried out during Phase I of the lode programme, and grade and tonnage are proven, the alluvial operation might generate sufficient capital to pay for Phase II of the lode exploration programme.

3. A water exploration programme is essential to develop sufficient flow for mine and concentrator operation. Conditions for successful deep-well drilling are considered good.

4. No other alluvials or lode deposits are considered favourable for immediate exploration work. Only after money for the Wodgina Lode and Alluvial exploration programmes has been made available should the Tabba Tabba and Wodgina Tin lodes be considered. This work should be limited to geological interpretation and mapping, and a few short diamond drill holes. The Tabba Tabba alluvial appears too small to justify production, and the Wodgina Tin alluvial is worked out by previous operators.



## RECOMMENDATIONS

### Wodgina Tantalite Lode

#### Phase I

The existing surface workings and the Houston inclined shaft and underground workings should be de-watered. This would be followed by geological mapping and bulk sampling of the underground workings and open pit bottoms, plus a few days of geological study in the general area.

While this work is in progress two diamond drill-holes should be drilled to intersect the dyke between the south end and the fault, to verify continuity of the tantalite-bearing albite to 300-foot vertical depth. An additional three holes should be drilled north of the fault to intersect it at 100 feet vertical, to assess grade and width of the disseminated mineralization and verify continuity to this depth. A period of three months' field work and one month mobilization will be required to complete this work.

#### Phase II

Contingent on the results obtained in Phase I, and assuming that mine-making possibilities are still apparent, fill in diamond drill holes should be put in at 200-foot centres to cut the dyke at the 300-foot elevation over its entire length. The existing shaft could be used to gain access to drift the full length of the dyke at the 100-foot horizon, and bulk sample the development muck from this drift. Presumably, drifting would be done in the footwall with cross-cuts to the hangingwall at intervals, established by test holing. If sufficient confidence were gained from the diamond drilling in Phase II, it might be decided to sink an exploration shaft to the 300-foot horizon and drift at that elevation instead. This shaft would be located in the footwall and be of a size to permit production hoisting at a later date. On completion of this work, sufficient tonnage should be indicated to complete production planning in detail.

Phase II will require at least six months to complete. If a new shaft is sunk, an additional three months should be allowed.

#### Phase III

A water exploration programme should be carried out. This will consist of a detailed geological study of the area, followed by deep-well drilling, and if necessary, damming to contain local run-off.

### Tabba Tabba

No work is recommended on this property at this time. Future work would consist of additional geologizing and mapping, and a few short diamond drill holes, if further examination indicated these were justified. Exploration dollars have a much better chance of return at Wodgina, and exploration work at Tabba Tabba should wait until the dollar requirement at Wodgina is satisfied.

### Alluvium and Eluvium

No work is recommended on the alluvium at Tabba Tabba. At Wodgina, systematic sampling on the full width of the alluvial deposits is recommended. Initially, trenching at 1,000-foot centres will give a reasonable indication of quantity and grade. Follow-up on 500-foot sections will be required. Using a trenching machine, twenty trenches, 75 feet wide, could be put down in six weeks. If sufficient funds are available, it is preferable that this work be done at the same time that Phase I, of the Wodgina Lode Deposit is in progress. It is possible that the alluvium deposits should be put into production first and revenue from this operation could pay for Phase II of the Lode exploration. Also, most of the concentrator equipment for the alluvial concentration plant will have an application in the concentrator for the ore from the lode.

### Wodgina Tin

Some geologizing could be done here, if time permits, while Phase I of the Wodgina Tantalum is in progress. Two or three diamond drill holes to intersect the possible extension of the main lense are justified. Exploration money for this should only be allotted if the full dollar requirement of the Wodgina Tantalum Lode is satisfied. The alluvium tin deposits appear to be completely worked out, and no work is recommended on these alluvial sands.

### Costs of Programme

#### Phase I - Wodgina Tantalum Lode

#### Project Management, Consulting, Travel and Expense Accounts

4 months at \$ 4,500.00

\$ 18,000



### Diamond Drilling

including move in and out - allow 2,000 feet  
of drilling at \$ 11.00 per foot 22,000

De-watering of old workings 10,000

### Bulk Sampling

including equipment rentals, assaying of  
samples, crushing and transportation of  
samples 40,000

TOTAL \$ 90,000 (Cdn.)  
or 75,000 (A)

### Alluvial Testing

For 20 trenches 75 feet long \$ 13,000 (Cdn.)  
including field supervision and assaying 10,800 (A)

Combined Programme Cost = \$ 103,000 (Cdn.) or  
86,000 (A)

No allowance is made here for Head Office expenses of Goldrims

### Mining Company

#### Phase II - Wodgina Tantalum Lode

Camp Costs	\$ 30,000
5,000 feet of drifting and cross-cutting at \$ 60.00 per foot	30,000
Small Sample Plant - Installation and Operation	50,000
6,000 feet of diamond drilling at \$ 10.00 per foot	60,000
Hoist Installation, Headframe and Bin	30,000
Job Supervision and Management - 6 months at \$ 3,000 per month	18,000
Head Office, Travel and Consulting - 6 months at \$ 6,000 per month	36,000
TOTAL	\$ 254,000 (Cdn.) or 212,000 (A)

#### Phase III - Water Exploration Programme

The cost of searching for water will be contingent on the number of dry holes before meeting with success, and might be compared to wild-cattling for oil. The chances of finding sufficient water are extremely good. A Reserve for Water Exploration of \$ 100,000 is considered adequate.

### Cost Summary

	\$ Cdn.	\$ A.
Phase I - Wodgina Lode	90,000	75,000
Phase II - Wodgina Lode	254,000	212,000
Phase III - Water Exploration	100,000	83,000
Alluvium Testing	13,000	11,000
Total Cost of Programme - All Phases	\$ 457,000	\$ 381,000

At the conclusion of the above work, a production decision should be possible on both the Wodgina Lode deposit and the Wodgina Alluvium.

### PROPERTY, DESCRIPTION AND LOCATION

The Wodgina mining centre is situated in the northern part of Western Australia in latitude 21°11' S and longitude 118°41' E, about 70 miles by road, almost due south of Port Hedland, the nearest port. This port has been developed as a major shipping centre, handling large tonnages of iron ore for the Japanese markets. The Tabba Tabba claims are 40 miles east-southeast of Port Hedland. Both areas are accessible by gravel road from the port. These roads are open year-round with the exception of a few days in the rainy season.

The areas on which this report is based are limited to the mining claims held by J. A. Johnston and Sons. A search of title confirms that the following claims are held in good standing.



(a) Wodgina

Dredging Claim	553	107 acres
Dredging Claim	554	64 acres
Mineral Claim	107	180 acres
	109	100 acres
	139	35 acres
	140	36 acres
	213	99 acres
	214	63 acres
	305	24 acres
	314	24 acres
	355	114 acres
	819	300 acres
	820	300 acres
Mining Lease	373	
Water Rights	49, 50, 51, 74	
Total Acreage		1,496 acres

(b) Tabba Tabba

Mining Claim	840
	841
Dredging Claim	614

At Wodgina, intermittent mining of the alluvial and lode deposits has been carried on since 1905. A small operation is presently in progress, producing 3 - 5 tons of concentrate per year.

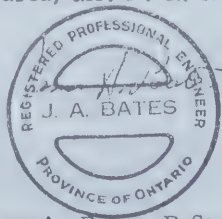
Nearly all the lode production to-date has come from claim No. 107, and the main pegmatite dyke carrying tantalite values is in this claim. Other claims in the area are prospecting bets, but the dyke on claim 107 shows the best chances of success with a minimum of exploration.

A table of production by years is included in Appendix I. This table was prepared by K. Fletcher of R. Hare and Associates. A check on his figures indicate minor corrections. It is difficult to differentiate between lode and alluvial production.

CERTIFICATE

I, James Andrew Bates, hereby certify:

1. That I am a Professional Engineer and reside at 113 Broadlands Avenue, Don Mills, Ontario.
2. That I am a member (Mining Branch) of the Association of Professional Engineers of Ontario.
3. That I graduated from Queen's University, Kingston, Ontario in 1949 with a Bachelor of Science in Mining Engineering.
4. That I have been engaged in mining, geological, and metallurgical work continuously for a period of 18 years.
5. That I have no personal interest, nor do I expect to receive any interest, directly or indirectly, in the properties covered in this report.
6. That the foregoing report is based on a study of all the available published and unpublished maps and reports concerning the properties and surrounding areas, and on written reports and verbal description by our Geological Engineer, D. R. Cheeseman, who has personally inspected the properties under discussion, and discussed them with a previous director of mining operations of the area, Mr. A. L. Kennedy.



Toronto, Ontario  
August 8, 1967

James A. Bates, B.Sc., P.Eng.



## ENGINEER'S REPORT

NOTE: The following are excerpts from a report by P.G. Lacombe, B.A., P.Eng., dated June 21st, 1967, on mining claims located in Callières Township, Province of Quebec. A complete copy of this report is on file with the Toronto Stock Exchange.

### Location and Access:

The claims cover an area approximately one square mile, located approximately one mile west of the Town of St-Siméon in Charlevoix County, Quebec.

The property is very easily reached from Quebec City, 120 miles to the south, by an excellent paved road Highway No. 15.

A paved branch-off from this highway, going from St-Siméon to Chicoutimi, known as Highway 16 crosses the south end of the claims.

### Property:

The claims held by Goldrim Mining Co. Ltd. interests are staked under the following numbers:

259969-1 and 2;  
260084 - and 2;  
260083-1;  
260082-1.

### Conclusions:

The Goldrim Mining Co. Ltd. property in Callières Twp. extends over the southern extension of two apparently strong pegmatites which have been traced over 1500 feet to the north. These pegmatites are from 10 to 30 feet thick on the property. Their width is apparently considerable. They are flat lying and outcrop over a considerable area under little or no overburden.

Radioactivity occur in these pegmatites and in the interbedded schisty biotitic formation. Uranium, rare earths and possibly thorium and radium (?) occur as a source of radioactivity in these formations.

No exploration has been done in the past beyond survey and stripping. The location would lend itself to easy open-pit extraction should a sufficient part of the pegmatite be of ore grade.

The property does not at present have any outlined tonnage and should be considered an interesting prospect. Scintillometer survey and diamond drilling would be a better exploration method than the formerly used rock trenching.

### Recommendations:

The property should be immediately subject to systematic exploration but on a careful, step-by-step program, as follows:

1. Lines should be cut every 300 feet on an east-west bearing and a scintillometer survey should be run on those lines.
2. The radioactive areas should be detailed with lines every 100 feet.
3. The present pegmatitic showing area should be explored by diamond drilling along a grid pattern on 100 foot centers. The holes should be vertical or dip 75° west.



4. From the showing area, drilling should extend to the other radioactive areas, if such are located by the above surveys. It is likely that such will be found south and east of the actual showings.
5. If former surveys can be found, they should be checked for accuracy in the field before being used. It would also be useful to obtain the result of former drilling on the neighbouring properties, although, in our opinion, due to the nature and particular location of this drilling, these results should be interpreted with utmost caution.

Estimated Cost:

1. Line cutting and scintillometer survey, 17.6 miles;	\$ 2,500.
2. Geological mapping;	700.
3. Diamond drilling, 2,000 feet @ \$4.00/foot; on showing area;	8,000.
4. Engineering, supervision, travel, sampling, assaying;	2,000.
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First Total Estimated Cost:	\$13,200.
5. Detailing of radioactive areas;	1,000.
6. Reconnaissance drilling, 2000 feet @ \$4.00/foot;	8,000.
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Total Estimated Cost:	<u>\$22,200.</u>

(This budget can be increased if results justify a continuation of drilling).

Certificate:

I, undersigned, Pierre G. Iacombe, Eng., hereby declare that:

1. I am a graduate of Mining Engineering (McGill 1954) and also hold a Bachelor of Arts degree from University of Montreal (1950) and was a registered Post-Graduate student at the Technische Hochschule in Aachen, Germany;
2. That I have practiced as a Consulting Mining Engineer since 1959 and I am a member in good standing of the Corporation of Engineers of Quebec;
3. That the present report is based on my personal field observations of the property described and on the best available data;
4. I have no interest, whether direct or indirect, either in the property described or in the securities of Goldrim Mining Co. Ltd. and I do not intend to acquire such interest.



Pierre G. Iacombe, B.A., B.Eng.  
P.G. Iacombe & Associates  
Consulting Engineers

PGL:ld  
June 22, 1967



DOMINION OF CANADA	)	In the matter of a Filing Statement of
PROVINCE OF ONTARIO	)	GOLDRIM MINING COMPANY LIMITED, dated
COUNTY OF YORK	)	July 4, 1967 filed with the Toronto Stock
TO WIT:	)	Exchange.

I, ALAN MILLS ABERNETHY, of the City of Sydney, in the State of New South Wales, Commonwealth of Australia  
DO SOLEMNLY DECLARE THAT:

1. I am the President and a Director of AVELA PTY LIMITED (hereinafter called "Avela"), and together with my wife Madeliene Abernethy beneficially own all the shares of Avela, and as such have knowledge of the facts herein deposed to.
2. Avela is the optionor under an option agreement dated June 28, 1967 between Avela and Goldrim Mining Company Limited (hereinafter called "Goldrim").
3. I have been a resident of Australia for approximately four and one half years, and during that time have become familiar with exploration and mining in Australia. During 1967 I have dealt with the Departments of Mines of the two states in which are located the properties covered by the said option agreement, and I have also negotiated with the holders of leases or other mining tenements within the general area in the Northern Territory covered by the Prospecting Authorities held and applied for. I obtained the said options and the Prospecting Authority on the dates indicated on the documents, copies of which have been filed with the Toronto Stock Exchange, i.e. during the period from April 17th, 1967 to May 16th, 1967.
4. During my negotiations and during examinations of the property myself and by persons employed by me, I expended approximately \$12,900.00, an itemized breakdown of which has been filed with the Toronto Stock Exchange. The nature of the expenditures make it impracticable to fully and accurately voucher the expenditures, but the breakdown and the total expenditures are generally accurate.
5. No person or corporation other than Avela Pty Limited will receive or will be entitled to receive from Avela any part of the consideration of \$15,000 Canadian to be paid to Avela for the option, nor any part of the 50,000 shares to be issued. In addition, there is no person who will receive or will be entitled to receive any part of the option payments that may be made under the said option agreement other than Avela Pty Limited, except as disclosed in Goldrim's Filing Statement.
6. The said option agreement was negotiated and has been entered into at complete arm's length between Avela and Goldrim. During the course of negotiations however, I personally purchased and still hold 100,000 shares of Goldrim.

AND I make this solemn Declaration conscientiously believing it to be true and knowing that it is of the same force and effect as if made under oath, and by virtue of "The Canada Evidence Act".

DECLARED before me at the )  
City of Toronto, in the )  
County of York, this )  
day of July, 1967. )

*A. J. Armstrong*  
A Notary Public in and  
for the Province of Ontario.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div> <div>William A. Morgan 263 Clemow Avenue Ottawa, Ontario</div> <div>227,502 (127,500 escrowed)</div> </div> <div> <div>Mrs. Muriel Roberts 1880 Barhart Place Ottawa, Ontario</div> <div>67,500 (all escrowed)</div> </div> <div> <div>Davidson &amp; Company 25 Adelaide Street West Toronto, Ontario</div> <div>89,568</div> </div> <div> <div>C. W. Beardsley 2112 Benjamin Street Ottawa, Ontario</div> <div>75,000 (all escrowed)</div> </div> <div> <div>W. D. Latimer Co. Limited 199 Bay Street Toronto, Ontario</div> <div>960,070</div> </div>
	<p>Subject to the information given in Item 14 hereof relating to Metada Limited, the Company believes that the shares registered in the names William A. Morgan, Mrs. Muriel Roberts and C. W. Beardsley, above, are beneficially owned by the registered shareholders. The Company has no knowledgs as to the beneficial ownership of the shares registered in the remaining names above, which are brokers, and assumes that they are widely distributed to the public.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present directors of the Company together with Metada Limited by voting shares beneficially owned and by the solicitation of proxies are in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Investment in subsidiary Kimberlite Mining Corporation Limited, now representing by 450,000 escrowed shares, - cost \$1.00 , no market.
18. Brief statement of any lawsuits pending or in process against company or its properties.	An action was commenced by Albert Hopkins, 148 Soudan Avenue, Toronto, Ontario, in connection with alleged fees and expenses relating to geological work amounting to approximately \$4,250.00. The Company is defending the action.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares of the Company are in primary distribution There are no other material facts.

DATED July 4, 1967

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"C.W. Beardsley"

GOLDRIM MINING COMPANY LIMITED (CORPORATE

Per:

"J.E. Hayes"

Per:

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)





# THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1528.  
FILED, MARCH 9th, 1967.

## GOLDRIM MINING COMPANY LIMITED

Full corporate name of Company

Incorporated under the laws of the Province  
of Ontario by Letters Patent dated November 15th, 1943.  
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953  
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous  
Filing Statement No. 1465 and  
Amending Filing Statement No.  
329.

## FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) Completion of a programme of exploration on the Plelauff property under the supervision of J. R. Mowat &amp; Associates Ltd. with negative results. See excerpts from Report reproduced herewith.</p> <p>(b) The Company's option to acquire the Plelauff property was extended from December 31, 1966 to March 31, 1967. The Company has elected to drop its option and will take the legal steps necessary to terminate the contract in accordance with its terms.</p> <p>(c) Acquisition of six mining claims covering a total of 693 acres in the Township of Calliers, Saguenay District, Quebec, which property is considered a uranium prospect.</p> <p>(d) Acquisition of 30 unpatented mining claims in the Townships of Valentine, Kilmer, Hamlet and Pitt in the Porcupine Mining Division of Ontario as a kimberlite and industrial minerals prospect.</p>
2. Head office address and any other office address.	1279 Lampman Crescent, Ottawa, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director - Dr. W.A. Morgan, 1279 Lampman Cresc., Ottawa, President of Geo-Met Reactors Limited;</p> <p>Executive Vice-President and Director - Mr. Charles W. Beardsley, 36 Chinook Crescent, Ottawa, Ontario, Insurance Agent;</p> <p>Secretary-Treasurer and Director - James E. Hayes, R.R.3, Manotick, Ontario, Self-employed Executive;</p> <p>Directors - Robert E. Reynolds, 2027 Dorval Avenue, Ottawa, Executive;</p> <p>Peter W. Tanter, 18 Sherington Avenue, Hatch End, Middlesex, England;</p> <p>Frederick Ferdinand Wolff, Cherry Tree Farm, Coleshill, Buckinghamshire, England.</p> <p>W. A. Richardson, Suite 810, 62 Richmond Street West, Toronto, Prospectors.</p> <p>The number of directors was increased from five to seven at the annual and general meeting of shareholders. Messrs. Wolff and Richardson were elected at that time, and Mr. Beardsley replaced Mr. John H. Shapiro of England as a director.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized: 5,000,000 shares of \$1.00 par value</p> <p>Issued: 2,814,542 shares.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no options outstanding on treasury shares, and no underwriting agreements outstanding or proposed.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Frank P. Tagliamonte has advised that he agreed to pay a small cash commission for an introduction to a person not connected with the Company in respect of the acquisition of the property referred to in item 1(d) of this Filing Statement. Other than aforesaid, no such payments have been made or are to be made.



<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>(a) The Company intends to carry out further exploration work on its Stancop property but has not yet seen a report on the results of work carried out to date and therefore does not have a detailed exploration programme with cost estimate available. The Company understands that a further filing is to be made with the Toronto Stock Exchange before additional exploration work is carried out.</p> <p>(b) The Company has acquired its Calliers Township property as a uranium prospect. Other than a preliminary examination including reconnaissance prospecting the Company does not intend to carry out any exploration work until an independent qualified engineer's or geologist's report is available recommending a programme of exploration with a cost estimate, at which time the Company understands a further filing is to be made with the Toronto Stock Exchange.</p> <p>(c) The Company does not intend to directly carry out any exploration work on the property referred to in sub-paragraph (d) of the first item hereof, as the agreement under which the claims were acquired provides that the claims are to be vested in a newly incorporated company. It is intended that the new company will obtain independent financing and carry out the programme of exploration recommended in the Report of Frederick C. Knight, B.Sc., P.Eng., dated February 22, 1967, parts of which are reproduced herewith.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>Since July 15, 1966, the end of the period covered in the Statement of Source and Application of Funds contained in Amending Filing Statement No. 329, the Company has completed a programme of exploration on its optioned property in Plelauff, France, involving diamond drilling with special size cores, at a cost of \$68,382.92. The Company has also carried out a small exploration programme on its Stancop property but has not yet seen a report on the results of such work.</p> <p>In connection with the Plelauff project, the Company, in addition to exploration expenditures, has made the following payments:</p> <p>W. A. Richardson - \$2,000 down payment under May 9, 1966 agreement; \$6,300 down payment under June 21, 1966 agreement; \$15,000 - five monthly payments of \$3,000 each under June 21, 1966 agreement; 100,000 shares under June 21, 1966 agreement;</p> <p>Bureau de Recherches Geologiques et Minières - \$33,000 payment required for previous data, and to obtain sanction for application for permit in Plelauff.</p> <p>As the Company has elected to drop its option to acquire the Plelauff property, no further payments are intended to be made.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>(a) The Vendor of the Calliers Township property is Francois N. Charlebois, Grand'Mere, Quebec, and the consideration payable is \$2,562.50.</p> <p>(b) The Vendor of the claims referred to in sub-paragraph (d) of the first item hereof is Frank P. Tagliamonte, 134 19th Street, Noranda, Quebec, Geological Engineer, and the consideration payable to him is \$5,000 cash and 250,000 escrowed shares in the capital stock of a new company to be incorporated. The Company has caused the incorporation of a new Ontario mining company under the name "Kimberlite Mining Corporation Limited" and will transfer the 30 claims to Kimberlite for 750,000 fully paid shares of Kimberlite, out of which 250,000 escrowed shares will be issued to Tagliamonte.</p>
<p>12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.</p>	<p>(a) No person other than Francois N. Charlebois has received or will be entitled to receive any interest in the consideration payable to him.</p> <p>(b) The Company is advised that no person has received or is entitled to receive a greater than 5% interest in the cash and share consideration to be received by Frank P. Tagliamonte.</p>

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	100,000 shares were released from escrow, effective February 7th, 1967. 334,500 shares remain in escrow, subject to release on the prior written consents of the Toronto Stock Exchange and the directors of the Company, and subject to dealings within the escrow on the prior written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Nickolas Axiotis, 1451 Niles Cortland Road N.E., Warren, Ohio 60,000 shares</p> <p>Dr. William A. Morgan, 1279 Lampman Crescent, Ottawa, Ontario 127,500 shares</p> <p>C. W. Beardsley, 36 Chinook Crescent, Ottawa, Ontario 75,000 shares</p> <p>Mrs. Muriel Roberts, 1880 Barnhart Place, Ottawa 67,500 shares</p> <p>S.J.Zacks Investments Limited, 185 Bay Street, Toronto 843 shares</p> <p>H.L.Isaacs, Room 23, 10 Adelaide Street East, Toronto 843 shares</p> <p>G. R. Cameron, Malartic, Quebec 843 shares</p> <p>C. Rashall, 185 Bay Street, Toronto 843 shares</p> <p>D. E. Cameron, Malartic, Quebec 675 shares</p> <p>O. Briault, Box 234, Malartic, Quebec 450 shares</p> <p>Fractional certificates 3 shares</p> <p>Of the shares registered in the name of W. A. Morgan, 60,000 are beneficially owned by Metada Limited, the shareholders of which are William A. Morgan, James E. Hayes and Peter W. Tanter, and 67,500 are beneficially owned by the registered holder.</p>
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>W. D. Latimer 199 Bay Street, Toronto 922,700 shares</p> <p>William A. Morgan, 1279 Lampman Crescent, Ottawa 222,502 shares (127,500 escrowed)</p> <p>C.H.Burgess &amp; Company Limited 44 King Street West, Toronto 110,400 shares</p> <p>Davidson &amp; Company, 25 Adelaide Street West, Toronto 105,368 shares</p> <p>C. W. Beardsley, 36 Chinook Crescent, Ottawa 75,000 shares. (all escrowed)</p> <p>90,000 shares registered in the name of William A. Morgan are beneficially owned by Metada Limited, the shareholders of which have been disclosed in item 14 hereof. The remaining shares registered in the name of William A. Morgan and the shares registered in the name of Charles W. Beardsley are beneficially owned by the registered holders. The signatories hereto have no knowledge as to the beneficial ownership of the balance of the shares referred to above and assumes that they have been widely distributed to the public.</p>



## S U M M A R Y   R E P O R T

THE FOLLOWING ARE EXCERPTS FROM THE JANUARY 16, 1967, REPORT OF J. R. MOWAT & ASSOCIATES LTD. THE FULL REPORT, WHICH RUNS TO 44 PAGES PLUS APPENDICES AND MAPS, DRILL LOGS AND ASSAY REPORTS, IS ON FILE AT THE TORONTO STOCK EXCHANGE AND AVAILABLE FOR INSPECTION.

### "INTRODUCTION:

Writer first examined and reported on the Plelauff area lead-zinc deposits on behalf of Goldrim Mining Company Ltd. in June 1966. At that time, on the basis of the underground sample results of the Bureau de Recherches Geologiques et Minieres, a probable ore tonnage of 183,367 metric tons in five north plunging shoots, was estimated at Plelauff, grading 3.90% lead and 5.08% zinc after dilution.

It was then recommended that Company acquire an option on the Concession.... Specific recommendations were outlined for a three phase program of drill exploration at Plelauff in conjunction with Induced Polarization work and limited exploration drilling of ancillary deposits within the Concession area. It was emphasized however, that until Phase 1 was successfully concluded, work would be localized to the Plelauff zone to confirm and expand upon the indicated ore in this deposit.

The following report describes in detail the scope and results of this program carried out between August and December 1966.

### SUMMARY

The Concession area lies approximately 75 miles west of Rennes, and 60 miles east of Brest, in the Province of Brittany, France. Recent work was concentrated by BRGM on five mineralized systems within the Concession boundaries. However only one of these zones, Plelauff, indicated the possible presence of mineable ore. Current drilling was therefore concentrated on this deposit.

First development of the Plelauff Zone was undertaken by the "Ancients" during the period 500-1000 A.D. During BRGM's underground assessment ancient galleries and showings were encountered to a depth of 70m.

BRGM's development work consisted of a shaft sunk on the vein hangingwall, two drifts at -80 and -130m levels respectively, and one raise. The drifts were systematically bulk sampled and a total of 152,000m tons of ore material grading 6.5% lead and 7.05% zinc was computed from this authority....

Seven drill holes totalling 1200 meters were completed in the current program. This meterage included five additional cuts of the vein material achieved by means of wedging of holes. Five holes were designed to explore the area of known ore as outlined by BRGM between the -80 and -130m levels, and two additional holes were stepped out to test the mineralized structure at depth, targeted specifically to pick up the down plunge extension of the chief ore shoots.

Of the five shallow holes, only Hole 2 yielded an ore grade intersection. The remaining intersections were in the decimal range only. Neither of the two deep holes yielded encouragement, the highest assay being 0.75% combined lead-zinc over 6.6 meters.

The ore stockpile at the mine site was systematically sampled by auger drilling, and was computed to contain 8100 metric tons grading 1.70% lead, 2.29% zinc, 0.0206% germanium, 0.0022% cadmium and 2.09 oz. silver. ...

#### OBJECTIVE OF CURRENT PROGRAM

The objective of current program was threefold:

1. To verify the continuity of the ore shoots between the -80m and -130m levels as indicated by BRGM's work.



2. To determine in an area (between -80m and -130m levels) where we already possessed some knowledge of the grade, whether controlled wireline drilling using large diameter core would yield satisfactory core recovery in disseminated and massive concretionary sulphides associated with a quartz and clay matrix.

3. To determine if the ore shoots postulated between the -80m and -130m levels continued down plunge to depth, and laterally along strike from the underground workings as indicated by the geophysical survey. ...

### CONCLUSIONS

In so much as the Phase 1 drilling was designed to assess the vertical and lateral continuity of an ore area already outlined on two sides by underground work, it was expected that the great majority of the drill holes should have yielded ore grade intersections. However this was not the case; only one out of the five holes which cut the vein structure between the -80m and -130m levels was of ore grade. Neither of the deeper intersections (below the -130m level) offered encouragement. This is in accord with a noted lack of oxidization and absence of the quartz breach in the vein system at the deeper horizons, and suggests a possible restriction to sulphide emplacement at depth.

There has been some consideration that, by virtue of erratic mineral distribution or through poor core recovery, current drilling may not have provided a dependable result. In this light, it should be noted that of the seven holes drilled, four were wedged to provide one or more additional cuts of the vein from the same stem. This was designed to increase the area of influence of the drill hole, assuming

heterogeneity of sulphide distribution within the vein system. In all cases the results of the supplementary cuts agreed with the first intersection.

Impairment of the assessment through poor core recovery was a recognized possibility from the start of the project. However, the effects of lower than average recovery in some holes was offset by supplemental core intersections as noted above, and by collection of the sludge return from each cut of the vein system. By virtue of these two safeguards there is little possibility that any quantity of the heavy sulphide aggregate escaped recovery.

We therefore conclude that the assumption of continuity of the orebody between levels and to depth...is invalid. While other ore grade lenses probably occur within the altered system, our drilling has indicated so many areas of barren or low grade vein material within the main area formerly designated as "ore", that the overall grade would be submarginal under present market conditions.

#### RECOMMENDATIONS

Further development or expenditure of funds on the Plelauff Deposit is not justified by the results obtained.

Since exploration of the Plelauff extensions and other mineral indications within the Concession area, (Kerny-Lochal, Rhun, Pont Jegou and Kerfleiss), were dependent on the successful outcome of the current drilling, it now becomes a matter of Company policy whether or not to explore situations with considerably less background encouragement than we had at Plelauff. In our opinion such an expenditure commitment is not justified.

Respectfully submitted,

J. R. MOWAT & ASSOCIATES LTD.

"A. H. Sikander"

A. H. Sikander, M.Sc., Geologist

"J. R. Mowat"

J. R. Mowat, P.Eng., F.G.A.C. "



# ENGINEER'S REPORT

NOTE: The following are excerpts from a report by F.C. Knight, B.Sc., P.Eng., dated February 22nd, 1967, on mining claims located in Kilmer, Valentine, Pitt and Hamlet Townships, District of Cochrane, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

## INTRODUCTION

The area has been subjected to a broad, quiet study by geologists and geophysicists of governmental mining departments and a few major mining companies in recent years. A recent geological map of the area published by the Ontario Department of Mines indicates the presence of Kimberlite, occasionally a host rock for diamond deposition, a short distance to the north-west of the subject acreage. This recognition has created somewhat more than normal interest in the immediate area at the present time.

## PROPERTY, LOCATION, ACCESS, ETC.

The claim group straddles the common junction of four townships, detailed as follows:

1. Southeast quarter of Kilmer Township:- Claims 92160 and 92161.
2. Southwest quarter of Valentine Township:- Claims 92162, 92200, 92201 and 92202.
3. Northwest quarter of Pitt Township:- Claims 92124 to 92132 inclusive, 92163, 92168 and 92178 to 92186 inclusive.
4. Northeast quarter of Hamlet Township :- Claims 92164 to 92167 inclusive.

The property includes thirty unsurveyed and unpatented claims containing approximately 1200 acres.

The property is traversed in a north-south direction by the Abitibi River. The Ontario Northland Railway line which generally follows near the west shore of the river, crosses the southwesterly claims. This line connects with the transcontinental line of the Canadian National Railways at Cochrane, some 85 miles to the south.

## CONCLUSIONS

A search for additional occurrences in the immediate area of the Kimberlite discovery appears justified, and in this regard, the location of the subject acreage may be considered as well within the prime search area. The exposure of lamprophyre immediately south of the property and its known association with the Kimberlite discovery to the north adds weight to this opinion.

The Kimberlites may or may not have a magnetic quality but since this association is fairly frequent, the application of magnetic surveys would appear to be a useful and relatively inexpensive method of determination. Kimberlite, if present, would probably occur as small diameter, steeply plunging to vertical pipes, or as moderate sized dikes. Consequently a survey if conducted, should be based on close line spacing and in considerable detail.

## RECOMMENDATIONS

A magnetometer survey based on a maximum line spacing of 300 feet with station readings established at 100-foot intervals is recommended as a method of preliminary investigation for the property. This portion of the program should be completed during the winter months to enable a complete survey over flooded parts of the acreage including the Abitibi River section.

Resulting magnetic anomalies interpreted to represent pipe or dike occurrences should be further investigated by surface examination where possible or a shallow drill hole test. During the latter part of the program consideration might be given to a modest expenditure to sample and appraise the quality of the Upper Abitibi River limestone.

The estimated cost of the program is as follows:

Line cutting - 37 miles @ \$75.00/mile	\$2,775.00
Magnetometer Survey - 37 miles @ \$75/mile	2,775.00
Detail of anomalous areas (estimate)	1,000.00
Surface Examination of anomalous areas and appraisal of Upper Abitibi Limestone (est.)	1,000.00
Consulting, Supervision, travel, etc.	<u>1,500.00</u>
Total	\$9,050.00

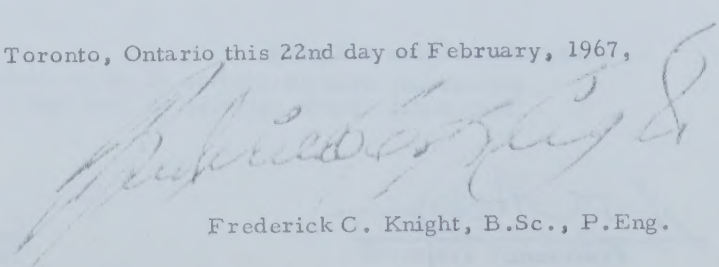
Surface drilling if required should be accomplished at a cost of \$6.00 per foot.

## CERTIFICATE

I, Frederick C. Knight of the City of Toronto, Province of Ontario, hereby certify as follows:-

1. That I am a practising Mining Engineer residing at 78 Baby Point Crescent, Toronto, Ontario.
2. That I am a graduate of Queen's University, Kingston, Ontario, holding the degree of B.Sc. in Mining Engineering, and am a member of the Association of Professional Engineers of the Province of Ontario. I have been practising my profession for more than fifteen years.
3. That I have no interest either directly or indirectly and I do not expect to receive any interest either directly or indirectly in the properties described in the accompanying report, or in the securities of Goldrim Mining Company Limited.
4. That the accompanying report is not based on a personal examination of the property; but it is based on a study of geological literature referred to in the report and on personal knowledge of the immediate area.
5. That this certificate applies to Mining Claims 92124 to 92132 inclusive; 92160 to 92168 inclusive; 92178 to 92186 inclusive; and 92200 to 92202 inclusive, situated in Kilmer, Valentine, Pitt and Hamlet Townships, District of Cochrane in the Province of Ontario.

DATED at Toronto, Ontario this 22nd day of February, 1967,

  
Frederick C. Knight, B.Sc., P.Eng.



# FINANCIAL STATEMENTS

## GOLDRIM MINING COMPANY LIMITED

### BALANCE SHEET

JANUARY 31/67

#### A S S E T S

##### CURRENT

Cash	38,202.40
Advance on contracts	7,000.00
Prepaid expense	1,748.00
Expense Advance	3,500.00
Investments: short-term deposit notes	150,000.00
Gov't. Canada Bonds.	<u>45,000.00</u>

TOTAL CURRENT ASSETS

245,450.40

##### FIXED

Building Plant & Equipment	176,584.26	
Less Acc. Depreciation	<u>17,022.74</u>	159,561.52
Mining claims held under development licences & interests in mining claims		<u>701,903.42</u>

TOTAL FIXED ASSETS

861,464.94

##### DEFERRED COSTS

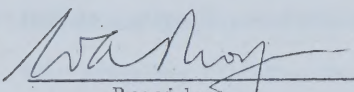
Exploration, mine development, maintenance & admin expenses	1,176,182.24
Incorporation & organization exp.	<u>9,752.04</u>

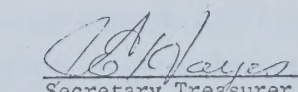
TOTAL DEFERRED COSTS

1,185,934.28

TOTAL ASSETS

2,292,849.62

  
President

  
Secretary Treasurer

#### LIABILITIES AND SHAREHOLDERS EQUITY

##### CURRENT LIABILITIES

Accounts Payable	<u>55,242.19</u>
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Total Current Liabilities

55,242.19

##### SHAREHOLDERS EQUITY

Capital Stock		
Authorized: 5,000,000 shares with a par value of \$1 each		
Issued & Outstanding: 2,814,542	2,814,542.00	
Discount thereon	<u>971,200.00</u>	1,843,342.00

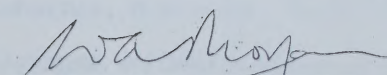
Surplus		
Arising from capital re-organization	617,652.20	
Deficit balance	<u>223,386.77</u>	<u>394,265.43</u>

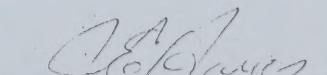
Total Equity

2,237,607.43

Total Liabilities & Equity

2,292,849.62

  
President

  
Secretary Treasurer

GOLDRIM MINING COMPANY LIMITED

Schedule of Exploration Expenditures for the  
Period Aug.1, 1966 to Jan.31,1967

Explorations

Assaying	\$6,845.69
Consulting & Surveying	32,700.00
Drilling	59,131.54

Mining Development & Maintenance

Insurance	555.00
Licences and fees	14.09
	<u>99,246.32</u>

Schedule of Administrative Expenditures for the  
Period Aug.1, 1966 to Jan.31, 1967

Directors fees	650.00
Filing fees	625.73
Management fees	3,750.00
Secretarial & H.O. expense	3,853.70
Transfer Agents fees	634.35
Travelling	6,736.25
Bank service charge	269.06
Shareholders annual meeting	2,426.49
Shareholders information	5,919.55
Public relations	421.40
Legal fees	<u>3,412.40</u>
	28,698.93
Less: Interest income from investments	<u>3,924.36</u>
	<u>\$24,774.57</u>

GOLDRIM MINING COMPANY LIMITED  
STATEMENT OF SOURCE & APPLICATION OF FUNDS FOR THE  
PERIOD AUG.1, 1966 TO JAN.31,1967

SOURCE OF FUNDS

Sale of 500,000 shares of capital stock	\$265,000.00
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APPLICATION OF FUNDS

Payments on optioned property in France (Plelauff)	\$15,000.00	
Payments on Stancop property	<u>20,400.00</u>	35,400.00
Exploration expenditures as per schedule attached		99,246.32
Administrative expenditures as per schedule attached	<u>24,774.57</u>	<u>159,420.89</u>
Increase in working capital		105,579.11

WORKING CAPITAL

Aug.1/66      Jan.31/67

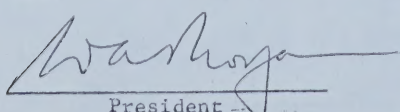
CURRENT ASSETS

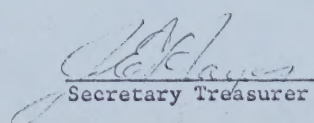
Cash	29,169.78	38,202.40
Advances on contracts	15,500.00	7,000.00
Prepaid expenses	3,100.37	1,748.00
Expense advance	-	3,500.00
Investments short-term notes	50,000.00	150,000.00
" Govt.Canada Bonds	-	45,000.00
	<u>97,770.15</u>	<u>245,450.40</u>

CURRENT LIABILITIES

Accounts payable	13,141.05	55,242.19
Working Capital	84,629.10	<u>190,208.21</u>
Increase in working capital	<u>105,579.11</u>	
	<u>\$190,208.21</u>	

We hereby certify the above to be in accordance with the records of the company and there has been no material change since that date.

  
President

  
Secretary Treasurer



16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The present directors of the Company, together with Metada Limited, by voting shares beneficially owned together with the solicitation of proxies, are in a position to materially affect control of the Company. The only persons having any interest in Metada Limited are William A. Morgan, the President of Goldrim, James E. Hayes, the Secretary-Treasurer of Goldrim, and Peter W. Tanter, a Director of Goldrim
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>75,000 free shares and 450,000 escrowed shares of Kimberlite Mining Corporation Limited, - Cost \$5,000; Market, nil. *</p> <p>All issued capital of Brittany Explorations Limited - Cost; \$1.00 plus all expenditures re Plelauff; Market, nil. **</p> <p>* This investment will be held upon the completion of the acquisition of the 30 mining claims referred to in paragraph (d) of item 1 hereof, and upon the transfer of title to the new company.</p> <p>** These shares are to be returned to W.A. Richardson as part of the applicable procedure when the Company drops its option relating to the Plelauff property.</p>
18. Brief statement of any lawsuits pending or in process against company or its properties.	An action was commenced by Albert Hopkins, 148 Soudan Avenue, Toronto, Ontario, in connection with alleged fees and expenses relating to geological work amounting to approximately \$4,250.00. The Company is defending the action.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares of the Company are in primary distribution. There are no other material facts.

DATED **February 28, 1967.**

**CERTIFICATE OF THE COMPANY**

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"C.H. Beardsley"

GOLDRIM MINING COMPANY LIMITED  
Per: C.H. Beardsley CORPORATE SEAL

"J.E. Hayes"

Per: J.E. Hayes

**CERTIFICATE OF UNDERWRITER OR OPTIONEE**

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)